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BELDING, HARRIS & PETRONI, LTD.

ON 6/22/09

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UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

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IN RE: BK-09-51953

SILVER CLUB, a Nevada
corporation, (Chapter 11)

**AMENDED EMERGENCY MOTION
REQUESTING ORDER DIRECTING
JOINT ADMINISTRATION OF
DEBTORS' CHAPTER 11 BANKRUPT
ESTATES PURSUANT TO F.R.B.P. 1015
(b) AND (c)**

Debtor.

NEW Hrg. DATE: June 25, 2009

NEW Hrg. TIME: 3:00 p.m.

Est. Time: 1 hour

Set By: Judge Zive

COMES NOW SILVER CLUB, a Nevada corporation, Debtor and Debtor-In-Possession
herein ("Debtor"), by and through its attorney of record, STEPHEN R. HARRIS, ESQ., of
BELDING, HARRIS & PETRONI, LTD., and moves this Court for the issuance of an order
authorizing joint administration of its Chapter 11 bankruptcy reorganization case with the
Chapter 11 bankruptcy reorganization cases referenced below, pursuant to Federal Rules of
Bankruptcy Procedure 1015(b) and (c), and alleges as follows:

1. Four (4) Voluntary Petitions for Relief under Chapter 11 of the United States
Bankruptcy Code were filed by the following entities (collectively referred to as "Debtor

Entities”):

- a. SILVER CLUB, Case No. 09-51953, filed June 19, 2009;
- b. PARKER’S MODEL T, INC, Case No. 09-51956, filed June 19, 2009;
- c. THE HOLDER GROUP EL CAPITAN, INC., Case No. 09-51958, filed June 19, 2009; and
- d. THE HOLDER GROUP ELKO, LLC, Case No. 09-51961, filed June 19, 2009;

Each of the Debtor Entities’ listed above is in the gaming business, specially; THE HOLDER GROUP EL CAPITAN, INC., operating casino slot machines and table games at the El Capitan in Hawthorne, Nevada; THE HOLDER GROUP ELKO, LLC, operating casino slot machines and table games at the Commercial Casino, in Elko, Nevada, the Stockmen’s Casino Hotel, in Elko, Nevada, and the Scoreboard Casino, in Spring Creek, Nevada; PARKER’S MODEL T, INC., operating casino slot machines and table games at Parker’s Model T, in Winnemucca, Nevada; and the SILVER CLUB, formerly operating casino slot machines and table games and intending to reopen certain casino slot machines and table games at the Silver Club in Sparks, Nevada.

2. An Application will be filed concurrently in each of the Chapter 11 cases that seeks the appointment of STEPHEN R. HARRIS, ESQ., of BELDING, HARRIS & PETRONI, LTD., as the general bankruptcy counsel for each of the four (4) Debtor Entities.

3. With respect to the four (4) filing Debtor Entities, the ownership contacts and affiliations with respect to each of the Debtor Entities, are described as follows:

- a) HAROLD HOLDER, SR., owns 100% of the issued and outstanding stock in each of THE HOLDER GROUP EL CAPITAN, INC. and PARKER’S MODEL T, INC;

- b) THE HOLDER GROUP, LLC, owns the 100% members' interest in THE HOLDER GROUP ELKO, LLC, and in turn, HAROLD HOLDER, SR. owns 100% of the members' interest in THE HOLDER GROUP, LLC; and
- c) CMS INTERNATIONAL, owns 100% of the issued and outstanding stock in SILVER CLUB, and in turn, THE HOLDER HOSPITALITY GROUP, INC. , owns 100% of the issued and outstanding stock in CMS INTERNATIONAL, and in turn, THE HOLDER GROUP, LLC, owns 100% of the issued and outstanding stock in THE HOLDER HOSPITALITY GROUP, INC., and HAROLD HOLDER, SR., owns 100% members' interest in THE HOLDER GROUP, INC.

Additionally, there is a common secured lender, specifically Northern Nevada Asset Holdings, LLC, that possesses a secured claim against all four (4) of the Debtor Entities, with each of the Debtor Entities a named obligor for payment. The estimated amount owing to Northern Nevada Asset Holdings, LLC, is approximately \$32,750,000.00.

4. Authority for joint administration lies with Federal Rules of Bankruptcy Procedure 1015(b), which states as follows:

(b) Cases Involving Two or More Related Debtors. If a joint petition or two or more petitions are pending in the same court by or against (1) a husband and wife, or (2) a partnership and one or more of its general partners, or (3) two or more general partners, or (4) a debtor and an affiliate, the court may order a joint administration of the estates. Prior to entering an order the court shall give consideration to protecting creditors of different estates against potential conflicts of interest. . . .

(c) Expediting and Protective Orders. When an order for consolidation or joint

1 administration of a joint case or two or more cases is entered pursuant to this rule, while
2 protecting the rights of the parties under the Code, the court may enter orders as may tend
3 to avoid unnecessary costs and delay.
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5 For the reasons set forth hereinabove with respect to the fact that these four (4) Debtor Entities
6 are affiliated with each other and have overlapping liabilities, joint administration of these cases
7 would promote the interest and convenience of all parties and would reduce the costs of
8 administration of these cases, with integrated administration in the best interests of the separate
9 estates. Furthermore, the parties are not aware of any potential conflicts of interest that would
10 arise if these cases were jointly administered and the Debtor would request that the Court enter
11 its Order without necessity of a noticed hearing in order to expedite the joint administration of
12 the Debtor Entities. Further, the attorney for first priority secured creditor Northern Nevada
13 Asset Holdings, LLC, has no objection to the joint administration requests and supports said
14 requests.
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16 5. No prior motion for relief herein requested has been filed in these cases.
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18 Assuming the Court grants the Debtor Entities' joint administration request, the Debtor Entities
19 would request that the Court approve a common mailing matrix for noticing purposes.

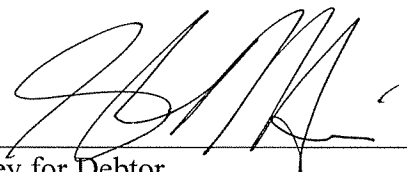
20 6. The Debtor shall serve notice of this Motion on the following: the Office of the
21 United States Trustee for the District of Nevada; the holders of the twenty (20) largest unsecured
22 claims against Debtor Entities (on a consolidated basis), or any official committee of unsecured
23 creditors, if one is appointed pursuant to Section 1102 of the Bankruptcy Code; any other
24 committee that is appointed to Section 1102 of the Bankruptcy Code; the Internal Revenue
25 Service; the Securities and Exchange Commission; the Nevada Attorney Generals' Office; the
26 Nevada Gaming Control Board; counsel for the secured lender Northern Nevada Asset Holdings,
27 LLC; and any entity which files and serves on the Debtor a request for special notice prior to the
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1 filing of this Motion. The Debtor Entities submit that, in view of the facts and circumstances,
2 such notice is sufficient and no other or further notice be provided.

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4 **WHEREFORE**, SILVER CLUB, a Nevada corporation, requests an Order
5 authorizing the joint administration of its Chapter 11 cases with the Chapter 11 cases of
6 PARKER'S MODEL T, INC, Case No. 09-51956; THE HOLDER GROUP EL CAPITAN,
7 INC., Case No. 09-51958; and THE HOLDER GROUP ELKO, LLC, Case No. 09-51961; with
8 SILVER CLUB, Case No. 09-51953 to be designated as the lead case; and for such other and
9 further relief as is just and proper under the circumstances.

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11 DATED this 22nd day of June, 2009.

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13 STEPHEN R. HARRIS, ESQ.
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16 Reno, Nevada 89509

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19 Attorney for Debtor
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